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IT IS SO ORDERED.

Dated: January 19, 2006


Lawrence S. Walter
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION

IN RE) Chapter No. 11
) Honorable Lawrence S. Walter
HUFFY CORPORATION, an Ohio)
corporation, <i>et al.</i>) Case Nos. 04-39148 through 04-39167
) Jointly Administered
Debtors,)
)

**AGREED ORDER PARTIALLY GRANTING MOTION OF
ANGELINA RINALDI FOR RELIEF FROM THE AUTOMATIC
STAY PROVISION OF THE BANKRUPTCY CODE**

WHEREAS, the above captioned debtors and debtors in possession (the "Debtors"), by and through counsel, and ANGELINA RINALDI, as mother and natural guardian of ETERNITY ALVARADO, an infant, under the age of eighteen, and ANGELINA RINALDI, individually, ("Rinaldi "), by and through her counsel, have agreed

to resolve the contested matter arising as a result of Rinaldi's requesting relief from the automatic stay provision of 11 U.S.C. §362; and

WHEREAS, Rinaldi has a personal injury action pending in the Supreme Court of the State of New York, County of Queens, captioned: ANGELINA RINALDI, as mother and natural guardian of ETERNITY ALVARADO, an infant, under the age of eighteen, and ANGELINA RINALDI, individually, v. EVENFLO COMPANY, INC. and HUFECO-DELAWARE, INC. and TOYS "R" US, Index No.: 5666/2003; (the "Action") wherein Hufco-Delaware, Inc. is a named defendant in the Action (the "Defendant"); and

WHEREAS, on or about January 17, 2005, Rinaldi filed a Proof of Claim against Hufco-Delaware, Inc. in the amount of \$ 35,000,000, denoted as claim no. 1520001 on the Official Claims Register of the Bankruptcy Court (the "POC"); and

WHEREAS, Debtors filed an Objection to the POC in their Second Omnibus Objection to certain claims; and

WHEREAS, Rinaldi has agreed to withdrawal her claims arising under the POC with prejudice, only as against Hufco-Delaware, Inc., and dismiss Defendant from the Action with prejudice.

THEREFORE, the parties being fully advised and in agreement hereby resolve the dispute set forth in the Motion as follows:

IT IS HEREBY ORDERED, JUDGED AND DECREED THAT:

1. For the limited purposes set forth herein, the automatic stay of the Action afforded by 11 U.S.C. §362 shall be, and hereby is, lifted so that Rinaldi may proceed to file a stipulation of dismissal in the Action dismissing the Defendant from the Action with prejudice.

2. The Automatic Stay provision of 11 U.S.C. § 362 shall, and hereby does, remain in full force and effect for all other purposes.

3. Rinaldi shall, and hereby does, waive any and all distributions to which she may have been entitled arising from or related to the Action, including but not limited to, the POC and the Debtors' Joint Plan of Reorganization filed on or about July 19, 2005, as amended from time to time (the "Plan"). Rinaldi further agrees to withdrawal the POC and not seek to file any other claim against the Debtors' estates.

5. This Agreed Order is effective immediately upon entry.

6. Angelina Rinaldi as mother and natural guardian of Eternity Alvarado, an infant, under the age of eighteen, who by executing this Agreed Order, represents that she has authority to execute and approve this Agreed Order under applicable state law and hereby agrees to indemnify and hold harmless the Debtors from any loss, damage and expense by reason of the any circumstance surrounding the Action should any claim, demand or suit herefore be brought by or on behalf of the minor child either before or after he or she has reached his or her age of majority.

7. The Debtors Court authorized Claims Agent, the Trumbull Group, LLC is authorized to remove the POC from the Debtors' claims register and take any and all other steps required to effectuate this Agreed Order.

SEEN AND AGREED TO BY:

DINSMORE AND SHOHL, LLP

/s/ Donald W. Mallory
Kim Martin Lewis (OH# 0043533)
Donald W. Mallory (OH# 0070875)
1900 Chemed Center
255 East Fifth Street
Cincinnati, Ohio 45202
513-977-8200
donald.mallory@dinslaw.com

COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION

-and-

The Law Offices of Christopher P. Di Giulio

/s/ Christopher P. Di Giulio
Christopher P. Di Giulio (NY#5548)
99 Wall St., 13th fl.
New York, NY 10005
(212) 514-7800
(212) 514-7838 (fax)
c.p.digiulio@lawofficeofcpdg.com

Counsel to Rinaldi

-and-

/s/ Angelina Rinaldi
Angelina Rinaldi,
As mother and natural guardian of Eternity Alvarado,
an infant, under the age of eighteen, and Angelina Rinaldi, individually

IT IS SO ORDERED.

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